

**BYLAWS OF THE
MERCER ISLAND OPEN SPACE CONSERVANCY TRUST**

I. Objective and Purpose

To carry out the purposes of the Mercer Island Open Space Conservancy Trust, as established by City of Mercer Island Ordinance No. B-93 dated March 11, 1992 and amended by Ordinance No. 96-002 dated May 6, 1996 and restated herein as follows:

- A. Receiving and holding all Open Space Properties transferred to the Trust by the City Council, or by other governmental or private land owners with approval of the City Council, in perpetuity, or until such time as this Trust is terminated or any such Open Space Property is removed from this Trust by the occurrence of one or more conditions set forth in this Trust;
- B. Protecting, maintaining, and preserving the Open Space Properties; and
- C. Ensuring that the development and use of Open Space Properties are both consistent and compatible with the intent and purposes of this Trust and the guidelines and policies enacted pursuant to this Trust.

II. Organization

- A. *Number and Appointment.* The Board of Trustees shall consist of seven voting trustees. Six of the trustees shall be citizens-at-large who reside in the city and shall be appointed by a vote of the city council during a regularly scheduled meeting. One trustee shall be a City Council member and shall be appointed by the Mayor.
- B. The trustees shall receive no compensation for their services.
- C. *Term Limits.* The trustees shall serve for the following terms: the City Council Member shall serve a two-year term; citizens-at-large shall serve four-year terms; provided however, for the initial appointed term, one citizen-at-large shall serve a four-year term, one shall serve a five-year term, and one shall serve a six-year term. Thereafter, the citizens-at-large shall serve four-year terms.

No trustee shall serve more than two consecutive terms. If a trustee is appointed to a vacancy with two or more years remaining on the term, that term will be deemed a full term. If a trustee is appointed to a vacancy with less than two years remaining in the term, that term will not count toward the two-consecutive-term limit.

- D. Vacated seats shall be appointed by a vote of the city council during a regularly scheduled meeting, for the remainder of any unexpired position.
- E. *Removal.* Trustees may be removed by the mayor and deputy mayor, with the concurrence of the city council, for neglect of duty, conflict of interest, malfeasance in office, or other just cause, or for unexcused absence from more than two consecutive regular meetings. The decision of the city council shall be final and there shall be no appeal therefrom. Trustees finding themselves unable to regularly attend meetings are expected to resign and notify the chair and staff liaison.
- F. *Officers and Duties.* The officers of the Board of Trustees shall consist of a chairperson, vice chairperson, and corresponding secretary and will perform the following duties:
 - 1. Chairperson. The Chairperson shall preside over the meetings, and represent the Open Space Conservancy Trust when meeting with the Chief of Operations and City Council. The chairperson shall also appoint trustees and chairpersons to serve on ad hoc committees of the Board of Trustees, all as necessary to further the purposes and objectives of the Trust.
 - 2. The Vice chairperson shall serve as presiding officer in the absence of the chairperson and shall assume ceremonial representative responsibilities when needed or other tasks as the chairperson may direct.
 - 3. The secretary shall review, acknowledge receipt of, and respond to residents' letters with approval of the trustees and in cooperation with the staff liaison.
 - 4. The Board of Trustees shall discuss and elect officers at least once annually.
- G. Election procedures:
 - 1. The Board of Trustees shall elect a Chairperson, Vice Chairperson, and Secretary for a one year-term from among themselves.
 - a. Any trustee may nominate a candidate; no second is needed.

- b. Nominations are closed by a motion, second, and a 2/3 vote of the Board of Trustees.
 - c. If only one (1) nomination is made, it is appropriate to make a motion and obtain a second to instruct the staff liaison to cast a unanimous ballot for that nomination. Approval is by majority vote of trustees present.
 - d. If more than one (1) nomination is made, an open election is conducted by roll call vote.
 - e. To be elected, the nominee needs a majority vote of the Board of Trustees.
 - f. Elections will continue until a Chairperson, Vice Chairperson, and Secretary are elected by a majority vote of the Board of Trustees.
- 2. Election of officers shall take place at the first regular Board Meeting after July 1 of each calendar year, or as soon as possible thereafter.
 - 3. The chairperson may only serve two consecutive terms.
- H. Any trustee who fails to attend two consecutive regularly scheduled meetings of which he/she has had proper advance notice in writing, without having been excused by the Chairperson, will be deemed to have forfeited his/her position as trustee.
 - I. Resignations shall be tendered in writing to the Mayor, Chairperson, and staff liaison.

III. Meetings

- A. All meetings of the Board of Trustees where a quorum of the trustees is present shall be open to the public pursuant to the Open Public Meetings Act (OPMA) and conducted under Robert's Rule of Order.
- B. The Board shall meet at least semi-annually in January and July of each year. The calendar of meetings shall be set by the board for the next year at the last meeting of the calendar year.
- C. *Quorum.* Five trustees shall constitute a quorum.
- D. *Special Meetings.* A special meeting is any meeting other than the semi-annual January and July meetings. Pursuant to the OPMA, notice shall be given at least 24 hours in advance specifying the date, time, and place of the meeting and the business to be transacted. A special meeting may be scheduled by the

Chairperson, staff liaison, or at the request of a majority of the Board of Trustees.

- E. *Agendas.* Agendas and corresponding materials shall be distributed to the trustees at least 24 hours in advance of the meeting, but preferably six calendar days prior..
- F. *Meeting Cancellation.* Any meeting may be canceled by a majority vote or consensus of the Board of Trustees. The Chairperson may cancel a meeting for lack of agenda items. The Mayor or City Manager may cancel a meeting due to adverse weather conditions or an emergency.

IV. Powers and Duties

- A. Receive and hold title to real property, or interests in real property (such as conservation easements), transferred to the Trust for preservation as open space properties (collectively “Trust properties”).
- B. Ensure preservation of Trust properties as open space properties.
- C. Prepare and recommend written policies to the City Council that are necessary to preserve Trust properties as open space properties, including, but not limited to, policies regarding public use of, maintenance of, and improvements to such properties.
- D. At or before the regular meeting in July of each year, review the status of Trust and each of the Trust properties and report to the City Council on the condition of the various properties with any recommendations concerning how the Trust properties may be managed to preserve them as open space properties and any other recommendations on how the purposes of the Trust could be better accomplished.
- E. Exercise such other powers as may be necessary for carrying out the purposes of this Trust.

V. Amendments

Amendments to these bylaws shall require a two-thirds majority vote of all trustees (5 out of 7 voting to approve). Written notice must be given to the trustees at least two weeks in advance of consideration of any amendment. All amendments will be filed with the City Clerk.

VI. Bylaws Review

The bylaws should be carefully review by the Board of Trustees every four years for possible amendments. A periodic review does not preclude adoption of amendments during the interim.

JOB DESCRIPTION
TRUSTEE: OPEN SPACE CONSERVANCY TRUST

GOAL:

To preserve, protect, and maintain the City of Mercer Island's open space as designated by the Open Space Conservancy Trust.

JOB TITLE:

Trustee, Board of Trustees of the Mercer Island Open Space Conservancy Trust

TIME COMMITMENT:

- Citizens: initially staggered terms of 4, 5, and 6-year terms followed thereafter by 4-year terms.
- City Council: 2-year term
- Regular attendance at scheduled Board of Trustee meetings is required; meetings will be held at least semi-annually with other special meetings occurring as needed.

ROLES AND PURPOSES:

- Ensure preservation of trust properties as open space
- Prepare and recommend to the City Council policies and guidelines for maintenance, use and preservation of the Open Space properties.
- Review and report annually to the City Council status and condition of the Trust properties with any recommendations as to management.

DESIRABLE ABILITIES, SKILLS, AND INTERESTS:

- Interest in serving the City as a Trustee
- Interest in maintaining and enhancing the community's quality of life through the preservation of open space.
- Communication and listening skills
- Leadership skills
- Knowledge of the ecological process
- Long- and short-range planning skills
- Ability to work with user groups and the City Council
- Ability to contribute opinions at meetings and participate in group decision making process on issues of concern
- Willingness to commit the necessary time to the Board of Trustees for resolution

TRAINING:

Information about Trust, its properties and Board of Trustee operations will be provided by the staff liaison.

Pursuant to Washington State law, all trustees must receive open public meetings training every 4 years (OPMA training concerning RCW 42.30).

All Trustees are required to sign the City of Mercer Island Code of Ethics Statement.